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LAW OFFICES

SCRUGGS & CARMICHAEL, P.A.

DOWNTOWN OFFICE:

ONE S.E. FIRST AVENUE 32601
POST OFFICE BOX 23109 32602
GAINESVILLE, FLORIDA
TELEPHONE (352) 376-5242
FAX (352) 375-0690

WEST OFFICE:

METROCORP CENTER
4041 N.W. 37TH PLACE
SUITE B
GAINESVILLE, FLORIDA 32606
TELEPHONE (352) 374-4120
FAX (352) 378-9326

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SIGSBEE L. SCRUGGS
1898-1983

PARKS M. CARMICHAEL
1909-1994

WILLIAM D. PRIDGEON
1933-1980

MICHELLE VAUGHNS
1948-1982

WILLIAM N. LONG
1920-2003

RETIRED

RAY D. HELPLING
WILLIAM C. ANDREWS
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MITZI COCKRELL AUSTIN

JAMES G. LARCHE, JR.
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KEVIN D. JURECKO
KIRSTIN J. STINSON
ELIZABETH A. MARTIN
VIRGINIA E. GRIFFIS
JESSE CAEDINGTON
†CERTIFIED CIVIL MEDIATOR
OF COUNSEL
DENNIS J. EISINGER
EISINGER, BROWN, LEWIS & FRANKEL, P.A.

October 13, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Lana's Place Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for the above corporation. I am enclosing this firm's check in the amount of \$80.75 as follows:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>10.75</u>
TOTAL	\$80.75

Your prompt attention in this matter is appreciated.

Very truly yours,


Jeffrey R. Dollinger
For the Firm

JRD/lkr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LANA'S PLACE HOMEOWNERS ASSOCIATION, INC.
A Florida not for profit corporation**

The undersigned, acting as Incorporator of a Florida not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I – NAME AND DEFINITIONS

The name of the Corporation is **LANA'S PLACE HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation**, with a mailing address of its principal office being at 633 N.W. 8th Avenue, in Gainesville, Alachua County, Florida 32601. For purposes of these Articles of Incorporation, the following definitions shall apply:

1. "Association" shall mean and refer to Lana's Place Homeowners Association, Inc., a Florida not for profit corporation.
2. "By-Laws" shall mean and refer to the By-Laws of Lana's Place Homeowners Association, Inc., a Florida not for profit corporation.
3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Lana's Place Subdivision, including all amendments thereto, as recorded in the Official Records of Alachua County, Florida.
4. "Developer" shall mean and refer to the Neighborhood Housing and Development Corporation, a Florida not for profit corporation, and its successors.
5. "Lana's Place" is the real property depicted in the Plat for Lana's Place Subdivision as recorded in the Public Records of Alachua County, Florida.

In addition to the foregoing, the Definitions expressed in the Declaration, including all amendments hereto, are incorporated into these Articles of Incorporation by reference.

ARTICLE II – COMMENCEMENT OF CORPORATION

The Association's existence shall commence upon the filing of these Articles with the Secretary of State, Tallahassee, Florida, and its existence shall continue thereafter in perpetuity.

ARTICLE III – PURPOSE AND POWERS

The Association has been organized for the benefit of the residents of Lana's Place, for the purpose of maintaining, operating, protecting, and preserving, as applicable, the Common Area, (specifically including the Stormwater Management Areas and the surface water management system), and for the purpose of enforcing the covenants, conditions, restrictions, and definitions that are expressed within the Declaration and that are stated on the plat of record for Lana's Place, and further, for the purpose of preparing a budget and collecting by assessment the funds reasonably necessary to assure the reasonable use, maintenance, operation, protection, and preservation of the Common Area and to assure the Association's compliance with applicable law as amended from time to time. The Association shall have sufficient powers and authority to accomplish the purposes of the Association as set forth in the Articles of Incorporation and within the Declaration, and as needed for the orderly administration of the Association's affairs, and shall include the power to make and enforce reasonable rules and regulations respecting the use of the Association's property and the Common Area, to enforce by legal means the provisions of the Declaration, Articles of Incorporation, and By-Laws, and to convey Association property to a governmental body for perpetual maintenance. In addition to the foregoing general purpose and powers, the Association shall have specific power and authority to do the following:

- a. To operate, maintain and manage the surface water or stormwater management systems in a manner consistent with the St. Johns River Water Management District Permit No. 42-001-115476-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water and stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.
- b. To fix and make assessments against each Lot Owner and collect the assessment and costs or attorney's fees incurred in the collection thereof by any lawful means including the filing of a lien to encumber any Lot for which the assessment is owed, and foreclosing the same under the laws of the State of Florida.
- c. To borrow money, if necessary, in order to provide for the accomplishment of the specific and primary purpose set forth herein and in the Declaration.
- d. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this Association is formed, including payment of the expenses established in the operating budget and reserve budget of the Association as required to properly operate and manage the homeowners association, the Common Area, including but without limitation, the surface water and stormwater management systems, and all other real and personal property which is owned by the association or the owners in common.

- e. To review plans and specifications of proposed improvements to be constructed by the Lot Owners and to determine whether they comply with the Declaration.
- f. To maintain, repair, replace, operate, and care for the Common Area, including but without limitation, the surface water or stormwater management systems, and all other real and personal property which is owned by the association or the owners in common.
- g. To purchase and maintain insurance coverage for the risks associated with the purposes of this Association as set forth above.
- h. To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of the use of the property owned by the Association or the owners in common.
- i. To contract for services with others limited to those contracts reasonable and necessary to fulfill the purposes of the Association as set forth above.
- j. To do and perform anything required by these Articles, the By-Laws, or the Declaration, that was a requirement upon the Lot Owner, if not accomplished by the Lot Owner in a timely manner, at the expense of the Lot Owner.
- k. To do and perform any obligations imposed upon the Association by the Declaration or by any permit or authorization from any unit of local, regional, state, or the federal government and to enforce by any legal means the provisions of these articles, the by-laws, and the Declaration.

The foregoing general and specific powers and authority shall not be construed in any way to limit such powers and authority; rather, the Association shall have and exercise all the powers conferred upon similar associations so formed. Additionally, these powers shall be automatically amended and extended to grant the power and authority to the Association for the management, maintenance, operation and care of all additional Common Area, surface water or stormwater management system, and other real and personal property which is owned by the Association or the owners in common, as may be required by Florida law or administrative rules relating to any permit that has been issued to the association.

ARTICLE IV – MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity who is a current owner of a Lot within Lana's Place shall be a member of the Association. Membership will be appurtenant to, and may not be separated from, ownership of a Lot.

Section 2. Membership Class. The Association shall initially have two classes of voting membership:

Class A. Class A members shall be all Lot Owners and shall be entitled to one vote for each Lot owned. If there is more than one Lot Owner owning a Lot, those Lot Owners may designate fractional votes between themselves but may only cast a single vote in any vote of the Association. The Lot Owners may designate a representative to cast the vote, and the designation shall be furnished in writing to the Secretary of the Association and such designation shall remain in effect until amended or revoked in writing by the Lot Owners.

Class B. The Class B member shall be the Developer so long as the Developer controls the Association as provided for within Article VII below. As a Class B member, the Developer shall be entitled to seven and one-half (7½) votes for each Lot owned by the Developer and for each Lot annexed into or added to Lana's Place that are encumbered by the Declaration and that owned by the Developer. The Class B membership shall cease and shall be converted to Class A membership at the earliest of the following events:

- (1) As soon as the total votes outstanding in the Class A membership is greater than the total votes outstanding in the Class B membership; or
- (2) At the time the Developer voluntarily turns over control to the Class A members; or
- (3) January 1, 2014; or
- (4) When required by Florida Law.

Section 3. Voting Rights and Quorum. In all elections of the Association membership, the total vote shall be the combined vote of all Class A and Class B members who voted. The percentage of voting interests required to constitute a quorum at a meeting of the Association shall be twenty five (25%) of the total voting interests. Decisions that require a vote of the Association membership, other than amendment to the Articles, the By-Laws, or the Declaration, must be made by the approval of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum was attained and the vote was taken.

ARTICLE V – OFFICERS

The Association shall have a President, Vice-President, Secretary, and Treasurer as Officers to run the affairs of the Association at the direction of and under the control of the Directors. The initial officers of the Association shall be as follows:

Office	Name	Address
President	David Herkalo	633 N.W. 8 th Avenue Gainesville, Florida 32601
Vice-President	Anthony Miller	633 N.W. 8 th Avenue Gainesville, Florida 32601
Secretary	Andrew Wise	633 N.W. 8 th Avenue Gainesville, Florida 32601
Treasurer	Cheryl Beardsley	633 N.W. 8 th Avenue Gainesville, Florida 32601

The Officers shall be elected in the manner provided for within the By-Laws.

ARTICLE VI – DIRECTORS

The Association shall be controlled by its Directors, who shall direct the Officers on how to run the affairs of the Association. There shall be no less than three (3) and no more than nine (9) Directors comprising the Board of Directors. The Board of Directors shall have sufficient powers and authority to accomplish the purposes of the Association as set forth in the Articles of Incorporation and within the Declaration, and as needed for the orderly administration of the Association's affairs. In addition, the Board of Directors shall have sufficient authority to make and enforce reasonable rules and regulations respecting the use of the Association's property and the Common Area, to enforce by legal means the provisions of the Declaration, Articles of Incorporation, and By-Laws, and to convey Association property to a governmental body for perpetual maintenance. The initial Directors of the Association shall be as follows:

Name	Address
David Herkalo	633 N.W. 8 th Avenue Gainesville, Florida 32601
Anthony Miller	633 N.W. 8 th Avenue Gainesville, Florida 32601

Andrew Wise

633 N.W. 8th Avenue
Gainesville, Florida 32601

The Directors shall be elected in the manner provided for within the By-Laws.

ARTICLE VII - CONTROL OF THE ASSOCIATION

Section 1. Initial Control of the Association by the Developer. Notwithstanding the other provisions contained in these Articles to the contrary, the Developer and its successor shall control the affairs and operations of the Association so long as the Developer is a Class B member. The Developer, prior to relinquishing control of the Association or otherwise allowing control to transfer to the Directors of the Association, shall provide at least thirty (30) days written notice to St. Johns River Management District that all terms and conditions placed upon the Developer by permits or authorizations issued or given by the St. Johns River Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

Section 2. Control of the Association by the Directors. Once the Developer has relinquished control of the Association as required by these Articles of Incorporation or by Florida law, the Association's Board of Directors shall thereafter control the Association.

ARTICLE VIII – ASSESSMENTS

The Directors shall have the authority to determine an annual assessment for the purposes and in the manner set forth in the Declaration, which shall include the authority to repair, maintain, and preserve the Common Area, the surface water or stormwater management system, and any other purpose expressed within the Declaration or in this Articles of Incorporation, and each Lot Owner shall be liable for his/her/its respective share of the estimated expenses for the same. The maximum annual assessment shall be adequate for the Association to carryout its purpose, but shall not be excessive. In addition to the annual assessment, the Directors of the Association may levy, in any assessment year, a special assessment applicable to that year only, for the purpose enforcing the Declaration or for the purpose of defraying in whole or in part, the costs of any construction, reconstruction, repair, or replacement of the capital improvements owned by the Association and by the owners in common, and specifically including the costs of any repair or maintenance needed to the Common Area, or to any additional land hereafter subject to the Declaration, or to prevent any impairment or blockage of any component or individual element of the surface water or stormwater management systems. Notwithstanding the foregoing, liability for any Lot Owner is limited to that amount for which they would be legally responsible under Florida law.

ARTICLE IX - BY-LAWS AND AMENDMENTS

Section 1. By-Laws. The Association shall be operated as required by the Declaration and these Articles of Incorporation, and as required by the By-Laws of the Association. The Association's Directors shall adopt the By-Laws during the Initial Meeting of this corporation.

Section 2. Amendments. These Articles may be amended by the affirmative vote of no less than two-thirds of the voting interests, provided the vote is taken at a meeting of Association Membership that has been duly noticed and that the notice of the meeting included a description of the vote to be taken and included the text of the proposed amendment to these Articles. An Amendment shall not become effective until it has been reduced to a written instrument that has been properly executed by all of the Association Directors. So long as the Developer controls the affairs of the Association, the Developer may amend these Articles without a vote and without a meeting of Association, and in that event, the Amendment shall not become effective until it has been reduced to a written instrument that has been properly executed by the Developer.

Section 3. Limitations on Amendments. Amendments that directly or indirectly impact operations and maintenance of the surface water and stormwater management systems owned by the Association or the owners in common, may be made after approval of the St. Johns River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification. Amendment to the Articles or the By-Laws which does not impact operations or maintenance of the systems may be made without authorization of the St. Johns River Water Management District; however copies of such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 633 N.W. 8th Avenue, in Gainesville, Alachua County, Florida 32601, and the name of the initial Registered Agent of the Corporation at that address is David Herkalo.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association hereby indemnifies any director or officer which is made a party of any suit or proceeding pending in any court of competent jurisdiction whether such action is civil, criminal, administrative or investigative, so long as said action is brought to impose a liability or penalty on such persons for an act alleged to have been committed by such person in his capacity as director or officer of the Association. This indemnification shall extend against judgments, fines, amounts paid in settlement, reasonable attorney's fees or costs of an appeal thereof, if and only if such person acted in good faith in the reasonable belief that such action was in the best interest of the

Association, and in the event of criminal action or proceedings, without reasonable grounds for belief that such action was unlawful. The persons referred to herein shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence, misconduct, or malfeasance in the court, administrative agency or investigative body before which such action is held unless, after consideration of all of the circumstances of the individual case, a majority of the members of the Association vote that the individual is entitled to indemnification for such expenses as are incurred. The Board of Directors shall assume responsibility for determining whether amounts claimed by a director or officer are proper expenses and whether such director or officer acted in good faith and in a manner which he or she believed to be in the best interest of the Association, and whether he or she had reasonable grounds for belief that such action was unlawful. Such determination shall be made by a majority vote or a quorum of the members of the Board of Directors, none of whom shall be parties to the action, suit or proceeding. The above-mentioned rights of indemnification shall not be deemed to limit the powers of the Association to indemnify in accordance with applicable law.

ARTICLE XII - DISSOLUTION OF ASSOCIATION

Section 1. Dissolution of Association (Corporation). This corporation may be dissolved upon an affirmative vote of 100% of the voting interests of the Association, and in that event, the Articles and the By-Laws shall have no further force and effect; the foregoing is subject to the approval from Alachua County and/or the St. Johns River Water Management District, if their approval is required.

Section 2. Winding Up Affairs of Association. Upon the dissolution or winding up the affairs of the Association, its assets remaining, including the Common Area, other than the surface water and stormwater management system which must be transferred as approved by the St. Johns Water Management District as set forth below, shall be distributed to Alachua County or as directed by Alachua County, or to any public authority, utility, municipal corporation, or political subdivision of the State of Florida, or to any entity which has established its tax exempt status under the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law, or as otherwise permitted or required under the then applicable law.

Section 3. Surface Water Management System. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns Water Management District prior to such event, or as otherwise permitted or required under the then applicable law or rule.

ARTICLE XIII – INCORPORATOR

The name and address of the Incorporator is set forth below, which has a business address of 633 N.W. 8th Avenue, in Gainesville, Alachua County, Florida 32601.

ARTICLE XIV – APPLICATION OF FLORIDA LAW

It is the intent of the Incorporator and of this corporation to follow and to comply with all applicable laws, including Florida Law, at all times, as the laws may be amended from time to time, and to the extent these Articles conflict with applicable law, these Articles, to the extent of the conflict, shall not be enforced and the applicable law shall control so long as the conflict exists.

IN WITNESS WHEREOF, Developer, as the Incorporator, has executed these Articles of Incorporation on this 6th day of October, 2008.

INCORPORATOR

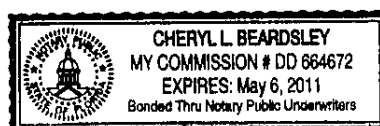
The "Developer": **Neighborhood Housing and Development Corporation, a Florida non-profit corporation**



by: **David Herkalo**
as: Executive Director

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th day of October, 2008 by David Herkalo as Executive Director of the Neighborhood Housing and Development Corporation, on behalf of the corporation, who is personally known to me [X] OR has produced a Florida Drivers License as identification [].


Notary Public, State of Florida
(notary seal)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Lana's Place Homeowners Association, Inc., a Florida Corporation not for profit.

Date: 10-6-2008


By: David Herkalo

This instrument prepared by:
Jeffrey R. Dollinger, Esquire
Scruggs & Carmichael, P.A.
One S.E. First Avenue
Gainesville, Florida 32601

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